

# 18-07-97

Warner Cranston

(44) 171 403 4221

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Document 3

Company Number: 3384705

## SIMPSON INTERNATIONAL (UK) LTD

Written Resolutions by way of Ordinary, Special and Elective Resolutions of the Single Member of the Company made pursuant to Regulation 5? of Table A in the Companies (Tables A to F) Regulations 1985 (which provision is incorporated by reference in the Articles of Association of the Company).

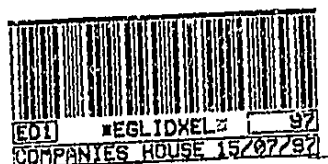
Simpson International Holdings B.V., being the holder of the entire issued share capital of the Company and being the Single Member of the Company having the right to attend and vote at a general meeting of the Company hereby RESOLVES to pass the following Resolutions:

### AS AN ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased from £1,000 to £3,000,000 by the creation of an additional 2,999,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing £1 Ordinary Shares in the capital of the Company.

### AS SPECIAL RESOLUTIONS

1. THAT Clause 3 of the existing Memorandum of Association of the Company be deleted and that a new Clause 3 be adopted in substitution therefor and to the exclusion thereof in the form of the draft attached hereto marked "A" and signed for the purposes of identification by or on behalf of the Single Member of the Company.
2. THAT the existing Articles of Association of the Company be deleted and that new Articles of Association be adopted in substitution therefor and to the exclusion thereof in the form of the draft attached hereto marked "B" and signed for the purposes of identification by or on behalf of the Single Member of the Company.



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## AS ELECTIVE RESOLUTIONS

3. THAT pursuant to and in accordance with Section 252(1) of the Companies Act 1985 as inserted by Section 16 of the Companies Act 1989 the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
4. THAT pursuant to and in accordance with Section 366A of the Companies Act 1985 as inserted by Section 115(2) of the Companies Act 1989 the Company elects to dispense with the holding of annual general meetings.
5. THAT pursuant to and in accordance with Section 386 of the Companies Act 1985 as inserted by Section 119(1) of the Companies Act 1989 the Company elects to dispense with the obligation to appoint auditors annually.
6. THAT pursuant to and in accordance with Section 80A of the Companies Act 1985 as inserted by Section 115(1) of the Companies Act 1989 the Company elects that the provisions of the said Section 80A shall apply instead of the provisions of Section 80(4) and (5) in relation to the giving or renewal of an authority under that Section at any time hereafter.
7. THAT pursuant to and in accordance with Sections 369(4) and 378(3) of the Companies Act 1985 as amended by Section 115(3) of the Companies Act 1989 the Company elects that the provisions of the said Sections 369(4) and 378(3) shall have effect in relation to the Company as if for the references to 95% there were substituted references to 90%.

Signed:

*James E. Carpow*  
JAMES CARPOW  
duly authorised signatory  
for and on behalf of  
SIMPSON INTERNATIONAL HOLDINGS B.V.  
representing 2 shares of £1 each

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Date 24 June 1997

Place Pleasant Michigan

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